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## **TONG KEE (HOLDING) LIMITED**

**棠記（控股）有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8305)**

## **ANNOUNCEMENT**

This announcement is made by Tong Kee (Holding) Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 17.27(1)(b) of the Rules (the “**GEM Listing Rules**”) Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited.

### **WINDING-UP PETITION AGAINST A SUBSIDIARY**

On 5 July 2023, it came to the attention of the board (the “**Board**”) of directors (the “**Director(s)**”) of the Company that a petition (the “**Petition**”) to wind up Projexasia Limited (“**Projexasia**”), being an indirect wholly-owned subsidiary of the Company, has been presented by L-Lok Design Studio (the “**Petitioner**”), being a sub-contractor of Projexasia, to the High Court (the “**High Court**”) of the Hong Kong Special Administrative Region.

The Petitioner alleges in the Petition that Projexasia is insolvent and unable to pay the sum of HK\$1,218,350 allegedly due and owing to the Petitioner. The Petition is scheduled to be heard before the High Court on 6 September 2023.

The Board is in the course of seeking legal advice in relation to the Petition. The Company will keep its shareholders and potential investors informed of any further significant development on the Petition and will make further announcement(s) as and when appropriate in accordance with the GEM Listing Rules.

Projexasia is principally engaged in the provision of construction management services in relation to repair, maintenance, alteration and addition works and new construction works. As at date of this announcement, the Board is not aware that the Petition has any material adverse impact on the business operations of the Group as a whole.

Pursuant to Rule 17.27(1) of the GEM Listing Rules, as one or more of the applicable percentage ratio(s) as defined under Rule 19.04(9) of the GEM Listing Rules of Projexasia is/are more than 5%, the presentation of the Petition is subject to the announcement requirement pursuant to Rule 17.27(1)(b) of the GEM Listing Rules.

However, due to the inadvertent mistake of the management (the “**Management**”) of the Company in the computation of the percentage ratios (as defined under the GEM Listing Rules) in respect of Projexasia, the Management was mistaken that the value of each of Projexasia’s total assets, profits and revenue represents less than 5% of the percentage ratios as defined under Rule 19.04(9) of the GEM Listing Rules for the purpose of Rule 17.27(2) of the GEM Listing Rules. As such, the presentation of the Petition had not been announced by the Company in a timely manner in accordance with the GEM Listing Rules.

The Company is aware that this announcement in respect of the Petition disclosed hereinabove constituted a late announcement under the GEM Listing Rules, and regrets the delay of such disclosure.

Once the Directors became aware of the mistake, the Company has taken steps to comply with the GEM Listing Rules, including but not limited to, the publication of this announcement.

To avoid occurrence of similar non-compliance of the GEM Listing Rules in the future, the Company has/will implement(ed) the following measures and procedures:

1. the Directors have instructed the management of the Group to pay attention to the presentation of any winding-up petition, or equivalent application in the country of incorporation or other establishment, against the Company or members of the Group, and report to the Board in a timely manner in respect of any disclosure obligations under the GEM Listing Rules;
2. the Company will arrange to (i) strengthen the reporting system between management of the Group and the Board, and (ii) provide more guidance materials and trainings on compliance matters to the Directors and management of the Group on a regular basis to increase their awareness and knowledge of the GEM Listing Rules; and
3. the Company will work more closely with its legal advisers on compliance issues.

It is always the intention of the Company to fully comply with the GEM Listing Rules. The Board and the Management are now fully aware of the relevant requirements under the GEM Listing Rules and will ensure that the Company will comply with the relevant GEM Listing Rules and to avoid the recurrence of similar events in the future.

By order of the Board  
**Tong Kee (Holding) Limited**  
**Heung Chung Sum**

*Chairman, Chief Executive Officer Executive Director*

Hong Kong, 8 August 2023

*As at the date of this announcement, the executive Directors are Mr. Heung Chung Sum and Mr. Chan Wai Hon Alan; the non-executive Directors are Ms. Heung Joe Yee and Ms. Heung Joe Tung; and the independent non-executive Directors are Dr. Ip Wai Hung, Mr. Ko, Wilson Wai Shun and Mr. Chan Chi Hang.*

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.*

*This announcement will remain on the “Latest Listed Company Information” page of the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) for at least 7 days from the date of its publication and be posted on the website of the Company at [www.tongkee.com.hk](http://www.tongkee.com.hk).*